

**SURROGATE'S COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK**

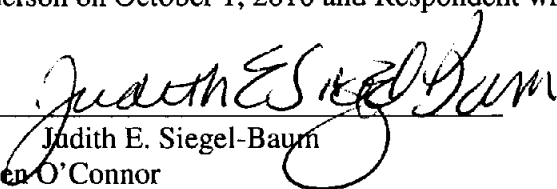
In the Matter of the Application of
ORLY GENDER, as a person interested,
for the removal of DALIA GENDER
as Trustee of the Orly Genger 1993 Trust
pursuant to SCPA §711 (11)

**STIPULATION WITHDRAWING
ORDER TO SHOW CAUSE
SIGNED JULY 16, 2010**

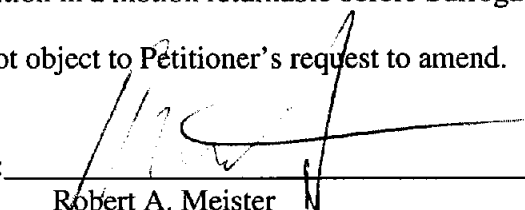
File No.: 0017/2008

IT IS HEREBY STIPULATED AND AGREED, by and between Petitioner,
ORLY GENDER, and Respondent, DALIA GENDER, by their respective counsel:

1. On July 16, 2010, Surrogate Nora S. Anderson signed an Order to Show Cause, Respondent Dahlia Genger filed an Answer and Petitioner Orly Genger filed a Reply Affidavit on July 28, 2010.
2. On the return date Counsel appeared and the case was conferenced before Senior Court Attorney Mary Santamarina.
3. A Stipulation was signed by Petitioner and Respondent on ^{Sept 8} ~~August~~ 8, 2010 which is annexed as Exhibit A (and not so-ordered by this Court).
4. Petitioner's Order to Show Cause signed July 16, 2010 by Surrogate Nora S. Anderson, Respondent's Answer, and Petitioner's Reply Affidavit are hereby withdrawn.
5. The Parties' counsel further stipulate and agree that Petitioner will move this Court for permission to amend the Amended Petition in a motion returnable before Surrogate Anderson on October 1, 2010 and Respondent will not object to Petitioner's request to amend.

By: 
Judith E. Siegel-Baum
Cozen O'Connor
Attorneys for Orly Genger
277 Park Avenue
New York, New York 10172
(212) 883-4900

Dated:

By: 
Robert A. Meister
Pedowitz & Meister LLP
Attorneys for Dalia Genger
1501 Broadway
New York, New York 10036
(212) 403-7330


Dated: 

**SURROGATE'S COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK**

In the Matter of the Application of
ORLY GENDER, as a person interested,
for the removal of DALIA GENDER
as Trustee of the Orly Genger 1993 Trust
pursuant to SCPA §711 (11)

STIPULATION

File No.: 0017/2008

Stipulation made and entered into on  August ___, 2010 between ORLY
GENDER, Petitioner, and DALIA GENDER, Respondent, collectively referred to as (the
"Parties") and their respective Counsel:

WHEREAS, ORLY GENDER commenced the above-captioned proceeding by
filing an Order to Show Cause in New York County Surrogate's Court on June 22, 2009; and

WHEREAS, by Stipulation of the Parties and their respective counsel, Surrogate
Troy K. Webber signed an Order to Show Cause dated July 1, 2009 confirmed on August 18,
2009 with certain restraints contained therein (a copy of which is annexed as Exhibit A); and

WHEREAS, on July 16, 2010, Orly Genger filed an Order to Show Cause to
Supplement Surrogate Webber's prior Order; and

WHEREAS, on July 28, 2010, Dahlia filed an Answer and Orly filed a Reply
Affidavit.

IT IS HEREBY STIPULATED AND AGREED by and between Parties and their
counsel:

Index No. 0017/2008

SURROGATE'S COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

In the Matter of the Application of ORLY GENDER,
as a person interested, for the removal of DALIA GENDER as
Trustee of the ORLY GENDER 1993 Trust Pursuant to
SCPA § 711 (11)

**STIPULATION WITHDRAWING ORDER TO SHOW CAUSE
SIGNED JULY 16, 2010**

COZEN O'CONNOR

Office and Post Office Address, Telephone
277 PARK AVENUE, 20th FLOOR
NEW YORK, N.Y. 10172
(212) 883-4900

Signature (Rule 130-1.1-a)

Service of a copy of the within

is hereby admitted,

Dated,

Attorney(s) for

Please take notice

☐ **Notice of Entry**

that the within is a (*certified*) true copy of a
duly entered in the office of the clerk of the within named court on

☐ **Notice of Settlement**

that an order
settlement to the HON.
of the within named court, at
on at

of which the within is a true copy will be presented for
one of the judges

Dated,

Yours, etc.

COZEN O'CONNOR


To

Office and Post Office Address
277 PARK AVENUE, 20th FLOOR
NEW YORK, N.Y. 10172

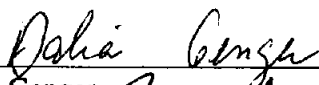
1. Upon signing this Stipulation, the Parties will sign and file a Stipulation withdrawing the Order to Show Cause filed July 16, 2010 and the Answer and Reply Affidavit in New York County Surrogate's Court.

2. In addition to the stipulated restraints in Exhibit A, Orly and Dalia and their respective Counsel agree during the pendency of this proceeding, Dalia and/or her Counsel are required to give notice by overnight mail to Petitioner's Counsel of any attempt to vote any TRI shares held by the Orly Trust for any purpose, including, without limitation, in any election of TRI's directors, with such notice being given at least ten (10) days prior to such attempt being made.

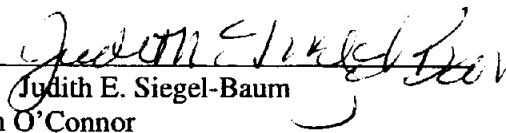
IN WITNESS WHEREOF, the Parties have signed and acknowledged this Stipulation on the day and year written above.



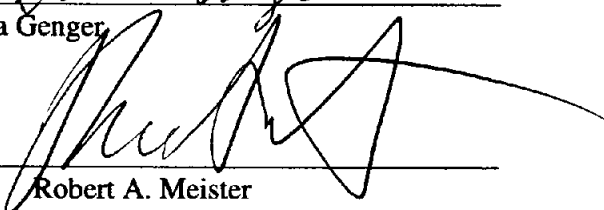
Orly Genger



Dalia Genger

By: 

Judith E. Siegel-Baum
Cozen O'Connor
Attorneys for Orly Genger
277 Park Avenue
New York, New York 10172
(212) 883-4900

By: 

Robert A. Meister
Pedowitz & Meister LLP
Attorneys for Dalia Genger
1501 Broadway
New York, New York 10036
(212) 403-7330

A

At the Surrogate's Court held in and for the County
of New York, at the Courthouse, 31 Chambers
Street, New York, New York on the 18th day of
August 2009

PRESENT: HON. Troy K. Webber
Surrogate

In the Matter of the Application of

ORLY GENDER, as a person interested,
for the removal of DALIA GENDER
as Trustee of the Orly Genger 1993 Trust
pursuant to SCPA §711 (11)

File No.: 0017/2008

**SUPPLEMENTAL ORDER TO
SHOW CAUSE WITH
TEMPORARY RESTRAINTS**

On reading and filing the annexed Verified Petition of Petitioner, ORLY GENDER, and
the exhibits, verified on the 22nd day of June, 2009, and the memorandum of law in support of
Petitioner's Verified Petition dated June 22, 2009,

LET the Respondent, DALIA GENDER, the sole fiduciary of the Orly Genger 1993

Trust, show cause before Surrogate Troy K. Webber at the Surrogate's Court, ^{31 Chambers} ~~sitting at 60 Centre~~
~~Street,~~ ⁵⁰⁹
Street, Room 300, New York, New York, on the 8th day of September 2009 at 10:00 o'clock
in the forenoon of that day or as soon thereafter as counsel may be heard why an order should
not be entered:

(a) Enjoining and restraining Respondent, her agents and all other persons
acting on her behalf from withdrawing, selling disposing, transferring, assigning, removing,
pledging, redeeming, mortgaging, encumbering, liening, hypothecating or secreting the Orly
Trust's 19.43% interest in Trans-Resources, Inc., ("TRI"), a closely held corporation, founded by

Arie Genger, Petitioner's father and Respondent's former husband of Respondent and any other assets which may be remaining in the Orly Trust;

(b) Removing Respondent as Trustee of the Orly Trust for breaching her fiduciary duties, wasting and dissipating the assets of the Orly Trust and imprudently managing and injuring the property committed to her charge;

(c) Surcharging Respondent in the amount of the loss of the value of Orly's interest in TPR as determined by the Court and awarding Petitioner costs and attorneys' fees;

(d) Appointing Michael D. Grohman, Esq. as successor trustee;

(e) Waiving any requirement that Petitioner post an undertaking; and

(f) Granting Petitioner such further relief deemed necessary or proper.

ORDERED that, during the pendency of this proceeding, Respondent, her agents and all other persons acting on her behalf are temporarily restrained from withdrawing, selling, disposing, transferring, assigning, removing, pledging, redeeming, mortgaging, encumbering, leasing, hypothecating or secreting the Orly Trust's 19.43% interest in TRI and other assets remaining in the Orly Trust and it is further ORDERED that service of a copy of this Order and the papers upon which it is based shall be served on David Parnes, in his capacity as Trustee of the Sagi Genger 1993 Trust, by overnight mail service at his residence, located at 29 Elkachi Street, Tel Aviv, Israel 69497, or any other address at which she can be located, on or before August 21, 2009. and on ~~David~~ Pedowitz a Heister, LLP, attorneys for Dalia Genger, as trustee of the Orly Genger 1993 Trust by personal delivery or overnight mail on or before August 21, 2009.

THW
Surrogate

SURROGATE'S COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

----- X

In the Matter of the Application of ORLY
GENGER, as a person interested, for the
removal of DALIA GENGER as Trustee of the
ORLY GENGER 1993 Trust Pursuant to
SCPA § 711 (11)

AFFIDAVIT OF SERVICE

FILE NO.: 0017/2008

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AFFIDAVIT OF SERVICE BY FEDERAL EXPRESS

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

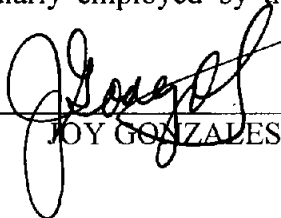
JOY GONZALES, being duly sworn, deposes and says:

I am over 18 years old, am not a party to this action and reside in Bergen County, New Jersey.

On the 23rd day of September, 2010, I served a copy of the within **STIPULATION WITHDRAWING ORDER TO SHOW CAUSE SIGNED JULY 16, 2010** upon:

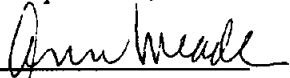
Robert A. Meister, Esq.
Pedowitz & Meister LLP
Attorneys for Dalia Genger, Trustee
1501 Broadway
New York, NY 10036

by Federal Express, an overnight delivery service regularly employed by this firm and with which this firm maintains an account.



JOY GONZALES

Sworn to before me this
23 day of September, 2010



Notary Public

ANN MEADE
Notary Public, State of New York
No. 01ME4783921
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Sept. 30, 2013

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COZEN O'CONNOR

Office and Post Office Address, Telephone
**277 PARK AVENUE, 20th FLOOR
NEW YORK, N.Y. 10172
(212) 883-4900**

Signature (Rule 130-1.1-a)

Service of a copy of the within
Dated,

is hereby admitted,

Attorney(s) for

Please take notice

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of which the within is a true copy will be presented for
one of the judges

Dated,

Yours, etc.

COZEN O'CONNOR

To

Office and Post Office Address
**277 PARK AVENUE, 20th FLOOR
NEW YORK, N.Y. 10172**